

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM300127

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CloudWorks Global, LLC		01/03/2014	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CloudWorks Global, Inc.		
<b>Street Address:</b>	24338 El Toro Road, Suite E537		
<b>City:</b>	Laguna Woods		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92656		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85968758	ATHLETICCLOUD	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9497609502		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	(949) 760-0404		
<b>Email:</b>	efiling@knobbe.com		
<b>Correspondent Name:</b>	Jeffrey L. Van Hoosear		
<b>Address Line 1:</b>	2040 Main Street, 14th Floor		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92614		
<b>ATTORNEY DOCKET NUMBER:</b>	CWRKS.003T		
<b>NAME OF SUBMITTER:</b>	Jeffrey L. Van Hoosear		
<b>SIGNATURE:</b>	/JVH/		
<b>DATE SIGNED:</b>	04/02/2014		
<b>Total Attachments: 5</b>			
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**FILED** *MLC*  
**Secretary of State**  
**State of California** *PRM*~~JAN 08 2014~~

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JAN 03 2014

**ARTICLES OF INCORPORATION  
WITH  
STATEMENT OF CONVERSION  
FOR  
CLOUDWORKS GLOBAL, INC.**

**FIRST:** The name of this corporation is **CloudWorks Global, Inc.**

**SECOND:** The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**THIRD:** The total number of shares which the corporation is authorized to issue is sixty million (60,000,000) shares, forty million (40,000,000) shares of which shall be Common Stock (the "**Common Stock**") having no par value, and twenty million (20,000,000) shares of which shall be Preferred Stock (the "**Preferred Stock**") having no par value.

A. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles of Incorporation, to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series prior or subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**FOURTH:** The name and address of the initial agent for service of process in the State of California is:

Oscar E. Escobar, Esq.  
Niesar & Vestal LLP  
90 New Montgomery St., 9<sup>th</sup> Floor  
San Francisco, CA 94105

**FIFTH:** The initial street address and the initial mailing address of the corporation is:

24338 El Toro Road, Suite E537, Laguna Woods, CA 92637

**SIXTH:** A. The personal liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

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B. This corporation is authorized to provide indemnification of its agents (as defined in Section 317 of the California General Corporation Law) through bylaw provisions, agreements with the agents, votes of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by such Section 317, subject only to the applicable limits set forth in Section 204 of the California General Corporation Law with respect to actions for breach of duty to the corporation and its shareholders.

C. Any repeal or modification of the foregoing provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of this corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

#### Statement of Conversion

##### SEVENTH:

A. The name of the converting California limited liability company is CloudWorks Global, LLC.

B. The limited liability company's California Secretary of State file number is 201316310147.

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C. The principal terms of the plan of conversion were approved by a vote of members, which equaled or exceeded the vote required under Section 17710.03. There is one class of members entitled to vote and the percentage vote required is a sixty percent (60%) of the interest of all members voting as a single class. The limited liability company is converting into a California stock corporation.

It is hereby declared that the undersigned are the persons who executed this instrument, which execution is their act and deed.

By: 

Oldfield Heritage, LLC, Member of  
CloudWorks Global, LLC and  
Incorporator of CloudWorks Global,  
Inc.

By: 

Chris Thompson, Member and Co-  
Manager of CloudWorks Global, LLC  
and Incorporator of CloudWorks  
Global, Inc.

By: \_\_\_\_\_

Mike Deveney, Member of  
CloudWorks Global, LLC and  
Incorporator of CloudWorks Global,  
Inc.

By: 

Andrew Oldfield, Co-Manager of  
CloudWorks Global, LLC

By: \_\_\_\_\_

Jennifer Oldfield, Co-Manager of  
CloudWorks Global, LLC

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C. The principal terms of the plan of conversion were approved by a vote of members, which equaled or exceeded the vote required under Section 17710.03. There is one class of members entitled to vote and the percentage vote required is a sixty percent (60%) of the interest of all members voting as a single class. The limited liability company is converting into a California stock corporation.

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Manager of CloudWorks Global, LLC  
and Incorporator of CloudWorks  
Global, Inc.

By: Mike Deveney  
Mike Deveney, Member of  
CloudWorks Global, LLC and  
Incorporator of CloudWorks Global,  
Inc.

By: \_\_\_\_\_  
Andrew Oldfield, Co-Manager of  
CloudWorks Global, LLC

By: \_\_\_\_\_  
Jennifer Oldfield, Co-Manager of  
CloudWorks Global, LLC

TRADEMARK

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C. The principal terms of the plan of conversion were approved by a vote of members, which equaled or exceeded the vote required under Section 17710.03. There is one class of members entitled to vote and the percentage vote required is a sixty percent (60%) of the interest of all members voting as a single class. The limited liability company is converting into a California stock corporation.

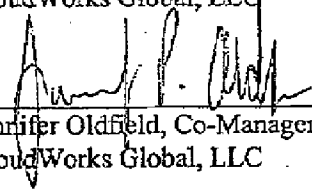
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